

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

PFRMF INVESTMENT HOLDINGS, LLC  
and PETER A. FRATARCANGELO, JR.,

Plaintiffs,

-against-

THE INTERPUBLIC GROUP OF COMPANIES, INC.,

Defendant.

No. 11 CIV 6008 (CM) (JLC)

Hon. Colleen McMahon

**DECLARATION OF HAL S. SHAFTEL IN SUPPORT OF  
DEFENDANT/COUNTERCLAIM PLAINTIFF THE INTERPUBLIC GROUP  
OF COMPANIES, INC.'S MOTION FOR SUMMARY JUDGMENT**

HAL S. SHAFTEL, pursuant to 28 U.S.C. §1746, declares as follows:

1. I am a member of the law firm of Cadwalader, Wickersham & Taft LLP, counsel for Defendant/Counterclaim Plaintiff The Interpublic Group of Companies, Inc. ("Interpublic") in this matter. I submit this declaration to present the Court with copies of certain documents cited in Interpublic's papers in support of its accompanying motion for summary judgment.

2. Attached hereto as Exhibit 1 is a copy of the Agreement and Plan of Reorganization among The Interpublic Group of Companies, Inc., IPR Acquisition Corp., International Pharmaceutical Research Inc. and The Stockholders of International Pharmaceutical Research Inc., dated October 20, 1999.

3. Attached hereto as Exhibit 2 is a copy of the Escrow Agreement between Interpublic, PFRMF Investment Holdings, LLC, Salvatore v. Colucci, Thomas Kottler and Wilmington Trust Company, dated November 9, 1999.

4. Attached hereto as Exhibit 3 is a copy of the Amended Complaint dated March 19, 2001, filed by Interpublic in the action captioned The Interpublic Group of Companies, Inc. v. Peter A. Fratacangelo, Jr. and PFRMF Investment Holdings, LLC, No. 00 Civ. 3323 (SHS) (the “Prior Litigation”).

5. Attached hereto as Exhibit 4 is a copy of Peter A. Fratacangelo, Jr. and PFRMF Investment Holdings, LLC’s Answer to Amended Complaint and Counterclaims in the Prior Litigation, dated April 2, 2001.

6. Attached hereto as Exhibit 5 is a copy of the Stipulation and Agreement of Settlement (the “Settlement Agreement”) dated April 3, 2003, by and between Interpublic, Clinarc, Co. (formerly International Pharmaceutical Research Inc.), Peter A. Fratacangelo, Jr., PFRMF Investment Holdings, LLC., and Rosemary Fratacangelo

7. Attached hereto as Exhibit 6 is a copy of executed Releases entered into pursuant to the Settlement Agreement.

8. Attached hereto as Exhibit 7 is a copy of an e-mail from Peter A. Fratacangelo to Mellon Investor Services dated May 8, 2006.

9. Attached hereto as Exhibit 8 is a copy of an e-mail from Peter A. Fratacangelo to Mellon Investor Services, dated November 20, 2008.

10. Attached hereto as Exhibit 9 is a copy of a letter from Hal S. Shaftel, Esq., to Peter A. Fratacangelo dated, August 4, 2011.

11. Attached hereto as Exhibit 10 is a copy of PFRMF Investment Holdings, LLC and Peter A. Fratarcangelo, Jr.'s Complaint filed in this action, dated August 26, 2011.

12. Attached hereto as Exhibit 11 is a copy of Interpublic's Answer and Counterclaims filed in this action, dated September 21, 2011.

13. Attached hereto as Exhibit 12 is a copy of a letter from Mellon Investor Services to PFRMF Investment Holdings, LLC, dated February 11, 2006.

I certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge. Executed on November 7, 2011, in New York, New York.

/s/ Hal S. Shaftel

Hal S. Shaftel